

BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1971, SERIES 3

RECORDATION NO. 6432-B

Filed & Recorded

SUPPLEMENTAL AGREEMENT NO. 2

MAY 15 1972 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT dated as of April 15, 1972, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States of America and having its principal Corporate Trust Office at 111 Wall Street, New York, New York 10015, as Trustee (hereinafter called the Trustee), and BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company).

WHEREAS, the Trustee and the Company have entered into, executed and delivered that certain Equipment Trust Agreement dated as of December 1, 1971 (the Agreement); and

WHEREAS, pursuant to said Agreement the Company has agreed to cause to be sold, assigned and transferred to the Trustee the Trust Equipment described in Schedule A thereto; and

WHEREAS, pursuant to Section 4.01 of the Agreement, the Company deems it desirable to procure for the use of the Company, and to include in the trust created by the Agreement, certain Equipment in lieu of certain other Equipment specifically described in Schedule A thereto;

NOW, THEREFORE, it is hereby agreed:

1. Schedule A of said Equipment Trust Agreement dated as of December 1, 1971, by and between the Trustee and the Company, is hereby amended by deleting the following Equipment therefrom:

	<u>Number and Description</u>	<u>Cost of Acquisition Per Unit</u>	<u>Aggregate Cost of Acquisition</u>
100	Box Cars with load dividers, length 50', 70-ton capacity, numbered as follows: 320600 to 320699, both inclusive...	\$19,500	\$1,950,000

and substituting in lieu thereof the following Equipment:

	<u>Number and Description</u>	<u>Cost of Acquisition Per Unit</u>	<u>Aggregate Cost of Acquisition</u>
100	Insulated Box Cars, length 50', 70-ton capacity, 10' plug doors, load dividers, numbered as follows: 748800 to 748899, both inclusive...	\$22,700	\$2,270,000

2. All other terms, conditions, covenants and agreements of said Equipment Trust Agreement dated as of December 1, 1971 by and between the Trustee and the Company are to remain the same.

3. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the

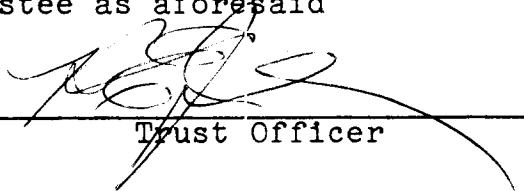
Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

4. This Supplemental Agreement may be executed simultaneously, or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Agreement or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company pursuant to due corporate authority, have caused these presents to be signed and their respective seals to be affixed thereto and attested, as of the day and year first above written.


FIRST NATIONAL CITY BANK, as
Trustee as aforesaid

By


Trust Officer


(CORPORATE SEAL)

Attest:


Assistant Trust Officer
J. S. MACEY

BURLINGTON NORTHERN INC.

By


Vice President

(CORPORATE SEAL)

Attest:


Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 17th day of May, 1972, before me personally appeared RALPH E. JOHNSON to me personally known, who, being by me duly sworn, says that he is a Trust Officer of FIRST NATIONAL CITY BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol Cashman
Notary Public

My commission expires:

(Notarial Seal)

CAROL CASHMAN
Notary Public, State of New York
No. 00011040
Qualified in New York County
Certificate filed in New York County
Certificate filed in Richmond County
Cert. Filed in Richmond County
Term Expires March 30, 1973

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 9th day of May, 1972, before me personally appeared W. N. Erzen to me personally known, who, being by me duly sworn, says that he is a Vice President of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. H. McCarthy
Notary Public

My commission expires:

(Notarial Seal)

